

RECORDATION NO. 24852 - C  
FILED

JUN 27 '08 -12 45 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

June 27, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Lease Termination Agreement, dated as of June 4, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 24852.

The names and addresses of the parties to the enclosed document are:

Lessor: GATX Corporation (successor by merger to  
GATX Financial Corporation)  
500 Monroe Street  
Chicago, IL 60661

Lessee: Georgia Power Company  
PO Box 4545  
Atlanta, GA 30302

Anne K. Quinlan, Esquire  
June 27, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 railcar: GSTX 86366 (formerly SDEX 010681).

A short summary of the document to appear in the index is:

Partial Lease Termination Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

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**Partial Lease Termination Agreement**

**SURFACE TRANSPORTATION BOARD**

This Partial Lease Termination Agreement dated as of June 4, 2008 (this "Agreement") is entered into by and between GATX Corporation, successor by merger to GATX Financial Corporation ("Lessor"), and Georgia Power Company, a Georgia corporation ("Lessee").

**WHEREAS**, Lessor and Lessee are parties to a Railcar Master Lease Agreement dated as of March 8, 2004 (with all riders thereto and as amended and supplemented, the "Lease") filed and recorded with the Surface Transportation Board under recordation number 24852 on March 12, 2004, pursuant to which Lease, Lessor leased certain railroad cars to Lessee, all as more particularly described therein.

**WHEREAS**, Lessee has agreed to release from the Lease one railroad car identified as GSTX 086366 (the "Released Car") free and clear of the encumbrance of the Lease and Lessor has agreed to accept such Released Car from Lessor.

**NOW THEREFORE**, in consideration of the mutual covenants and agreements contained herein, the parties agree as follows:

1. The Lease shall be terminated as of June 9, 2008 with respect to the Released Car and neither party shall have any further obligation to the other there under with respect to the Released Car.
2. This Agreement shall be filed with the Surface Transportation Board as evidence of such termination.
3. This Agreement may be executed in one or more counterparts any one of which need not contain the signatures of more than one party, but all such counterparts taken together will constitute one and the same instrument.

[signature page follows]

GATX Corporation

By: John Zupancich  
Name: John Zupancich  
Title: Vice President

Georgia Power Company

By: Charles S. Rucker  
Name: Charles S. Rucker  
Title: Fuels Manager

State of Illinois)

County of Cook) SS.

On this 27<sup>th</sup> day of June 2008, before me personally appeared James Zupancich to me personally known, who, being by me duly sworn, says that (s)he is a Vice President of GATX Corporation and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the Corporation.

Patricia Lodge  
Notary Public

OFFICIAL SEAL  
PATRICIA LODGE  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 01-25-11

State of GA)

County of Fulton) SS.

On this 12<sup>th</sup> day of June 2008, before me personally appeared Charles S. Rucker, to me personally known, who, being by me duly sworn, says that (s)he is a Fuels Manager of Georgia Power and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Noel Watson  
Notary Public  
NOEL WATSON  
Notary Public, Clayton County, Georgia  
My Commission Expires July 17, 2009

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/27/08



\_\_\_\_\_  
Robert W. Alvord